

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE
SUITE 500 - 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004-2901
202-628-2838
FAX: 202-347-3419

513-381-2838
CABLE: TAFTHOL TWX: 810-481-2623
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE
SUITE 1000 - 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215-3022
614-221-2838
FAX: 614-221-2007

COVINGTON, KENTUCKY OFFICE
SUITE 340 - 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011-2763
606-331-2838
613-381-2838
FAX: 613-381-6613

May 18, 1992

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
Attn: Mildred Lee
Room 2303

17800
MAY 18 1992 -4 50 PM
INTERSTATE COMMERCE COMMISSION

2-140A006

Dear Ms Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated as of April 24, 1991.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

SELLER: Fifth Third Leasing Company
Fifth Third Bank Center
38 Fountain Square Plaza
Cincinnati, OH 45263

The equipment covered by the enclosed document is four hundred seventy-nine (479), 100-ton, 1979 Hawker Siddeley 4,650 cubic foot covered hopper cars bearing the reporting marks set forth in Appendix A.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

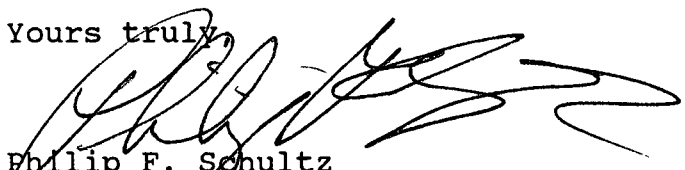
MAY 18 4 45 PM '92
NOT OPERATING UNIT

A short summary of the document to appear in the index follows:

Bill of Sale from Fifth Third Leasing Company,
Fifth Third Bank Center, 38 Fountain Square Plaza,
Cincinnati, OH 45263 to The David J. Joseph Company,
300 Pike Street, Cincinnati, Ohio 45202 dated April 24,
1991 and covering four hundred seventy-nine (479), 100-
ton, 1979 Hawker Siddeley 4,650 cubic foot covered
hopper cars.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/bv
Enclosure

1cccint1.djj

APPENDIX A

Type of Units:

100-ton, 1979 Hawker Siddeley 4,650 Cubic Foot Covered
Hopper Cars

Number of Units: 479

Numbered:

FLIX 2000-2009	FLIX 2159-2160
FLIX 2011-2028	FLIX 2162-2164
FLIX 2029-2030	FLIX 2165-2166
FLIX 2031-2039	FLIX 2167-2173
FLIX 2040	FLIX 2174
FLIX 2041	FLIX 2175
FLIX 2042	FLIX 2176
FLIX 2043-2053	FLIX 2177-2180
FLIX 2054	FLIX 2181
FLIX 2055-2072	FLIX 2182-2189
FLIX 2073	FLIX 2190-2212
FLIX 2074-2081	FLIX 2214-2244
FLIX 2083-2101	FLIX 2246-2249
FLIX 2102-2103	FLIX 2251-2253
FLIX 2104-2111	FLIX 2255-2261
FLIX 2112	FLIX 2263-2281
FLIX 2113-2128	FLIX 2283-2287
FLIX 2129-2130	FLIX 2289-2307
FLIX 2131	FLIX 2309-2312
FLIX 2132	FLIX 2314-2331
FLIX 2133-2136	FLIX 2333-2336
FLIX 2137-2140	FLIX 2338-2354
FLIX 2141-2144	FLIX 2356
FLIX 2148	FLIX 2358-2411
FLIX 2149-2157	FLIX 2413-2486
FLIX 2158	FLIX 2488-2499

17800

RECORDED IN _____ FILED 1992

MAY 18 1992 - 4 50 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.

Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

17800
RECEIVED NO. _____

MAY 18 1992 -4 50 PM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

Dated as of April 24, 1991

FOR VALUE RECEIVED

THE DAVID J. JOSEPH COMPANY ("Transferor") sells to THE FIFTH THIRD LEASING COMPANY ("Transferee") all of Transferor's right, title and interest in and to its beneficial interest in the Units (the "Units") described in Schedule I hereto.

Transferor represents and warrants to Transferee that:

1. Transferor has the entire right, title and interest of the "Trustor" under the Trust Agreements (the "Trust Agreements") between Transferor and Mercantile Trust company, National Association, Trustee (the "Trustee") dated as of May 22, 1979 and June 15, 1979, free and clear of all liens, charges, security interests or other encumbrances whatsoever except as provided in paragraph 3 below;
2. The Trustee under the Trust Agreements has sole title to the Units, free and clear of all liens, charges, security interests or other encumbrances whatsoever except as provided in paragraph 3 below;
3. The representations and warranties of the Transferor set forth in paragraphs 1 and 2 above are subject to the following:
 - (a) Liens or security interests created or expressly permitted by the Equipment Leases between Trustee and Farmland Industries, Inc. dated as of May 22, 1979 and June 15, 1979, as amended and supplemented and currently in effect;
 - (b) Liens or security interests created by that certain Security Agreement -Trust Deeds from the Trustee to The First National Bank of Kansas City, as security trustee, dated as

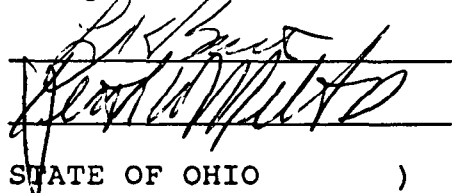
of May 22, 1979 and June 15, 1979,
as amended and supplemented and
currently in effect;

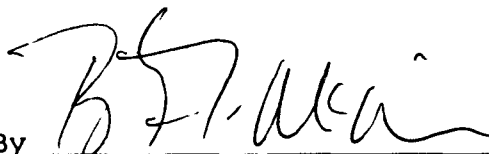
- (c) Liens or security interests created
by the Trust Agreements; and
- (d) Railroad Equipment Lease dated March 8, 1991
between Transferor and Farmland Industries, Inc.

EXCEPT AS EXPRESSLY SET FORTH ABOVE OR IN THE PURCHASE
AGREEMENT DATED AS OF THE DATE HEREOF, BETWEEN TRANSFEROR AND
TRANSFeree, TRANSFEROR SHALL NOT BE DEEMED TO HAVE MADE AND
DISCLAIMS ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, NOW
OR HEREAFTER, AS TO THE CONDITION, DESIGN, OPERATION,
MAINTENANCE, VALUE, MARKETABILITY, MERCHANTABILITY OR FITNESS FOR
USE OR PARTICULAR PURPOSE OF ANY OF THE Units OR AS TO THE
QUALITY OF THE MATERIAL OR WORKMANSHIP OF ANY OF THE Units AND
ANY IMPLIED WARRANTY ARISING FROM COURSE OF PERFORMANCE, DEALING
OR USAGE OF THE TRADE.

THE DAVID J. JOSEPH COMPANY

Signed and
acknowledged in
the presence of:



By 
Its: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 24th
day of April, 1991, by D.F. McMillan, Vice President of The David
J. Joseph Company, a Delaware corporation, on behalf of the
corporation.




Notary Public

SANDRA L. REUTER
Notary Public, State of Ohio
My Commission Expires Nov. 18, 1995

SCHEDULE I TO BILL OF SALE
Units

Type of Units:

100-ton, 1979 Hawker Siddeley 4,650 Cubic Foot Covered
Hopper Cars

Number of Units: 479

Numbered:

FLIX 2000-2009	FLIX 2159-2160
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